

EXHIBIT D



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July 19, 2023

VIA EMAIL – afrank@alflaw.net
Alan L. Frank, Esq.
Alan L. Frank Law Associates, P. C.
135 Old York Road
Jenkintown, PA 19046

Re: Johnson v. Esports Entertainment Group, Inc.
U.S. Dist. Ct., SDNY, Case No. 1:22-cv-10861
Violation of Rule 1.9, New York's Rules of Professional Conduct

Dear Mr. Frank:

We write to address your firm's representation of Esports Entertainment Group, Inc. before Grant Johnson's December 3, 2022, termination as Esports' Chief Executive Officer. For the reasons set forth below, we request that you withdraw as Mr. Johnson's counsel as required by Professional Rule 1.9.

Shortly after your office commenced the instant suit, I asked and you informed me that you had not spoken with Mr. Johnson while he was CEO in connection with providing legal advice to Esports before the instant litigation. During the parties' meet and confer during the week of June 24, we again discussed whether you had any communications with Mr. Johnson before December 3, 2022, in connection with your office's assertion of the attorney-client privilege in Plaintiff's response to Defendant's first document demand. At that time, you advised that you had no communications before December 3, 2022 (therefore, mooted whether such communications were privileged).

Last evening, we discovered that in September 2022, you had been in contact with Mr. Johnson as Esports' CEO in connection with providing legal advice to Esports. Such contact is evidenced by the attached emails, which also reference telephonic communications. Further, we also discovered that, as counsel for Esports, you received Esports' confidential information. Such emails demonstrate that you counseled Mr. Johnson as Esport's CEO concerning Maxim and Ayrton Capital, LLC.

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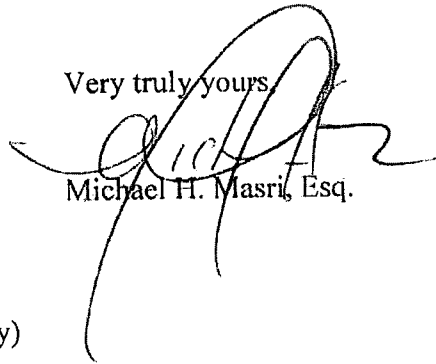
Rule 1.9 of New York's Rules of Professional Conduct prohibits representing a current client against a former client in connection with the subject of or substantially related to the subject of that former representation. There is no question that Ayrton and the matter described in the attached emails are substantially related to the instant claims, defenses, and counterclaims.

Please advise whether your office will withdraw as Mr. Johnson's counsel by Thursday, July 20, 2023. Afterward, we can jointly contact the Court regarding an orderly transition.

Without your response, we will proceed with a motion to disqualify your firm.

Nothing herein shall be deemed a waiver of Esports' rights, express or implied, all of which are expressly reserved herein.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Michael H. Masri', is written over the typed name. The signature is stylized with a large, looping 'M' and a trailing flourish.

Michael H. Masri, Esq.

MHM:cjc

cc: Evan Frank, Esq. (via email only)
Client (via email only)

From: [Alan Frank](#) on behalf of [Alan Frank <afrank@alflaw.net>](#)
To: [Grant Johnson](#)
Subject: RE: follow up from discussion
Date: Thursday, September 22, 2022 10:53:15 AM
Attachments: [image001.png](#)
[image002.png](#)

Grant,

Good morning. I just phoned your cell. Please call me when ready. Thanks.

Alan L. Frank, Esquire
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ATTENTION:

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From: Grant Johnson <grant@esportsentertainmentgroup.com>
Sent: Wednesday, September 21, 2022 5:36 PM
To: Alan Frank <afrank@alflaw.net>
Subject: RE: follow up from discussion

From: Grant Johnson <grant@esportsentertainmentgroup.com>
Sent: September 21, 2022 3:15 PM
To: 'afrank@alflaw.net' <afrank@alflaw.net>
Subject: follow up from discussion

